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|  | **Videndum plc** |
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|  | **Extract of the Minutes of the Annual General Meeting of the Company for 2025 held on Monday, 16 June 2025 at Hilton London Syon Park, Park Road, Isleworth, TW8 8JF at 2.00 pm** |
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|  | The following resolutions were passed as special business:  Resolution 12  Resolution 12 was proposed to the meeting and it was resolved on a poll that the rules of the Videndum plc Restricted Share Plan, the principal terms of which are summarised in the Appendix to the notice AGM, and a copy of which are produced in draft to this meeting and initialled by the Chair of the meeting for the purpose of identification, be and are hereby approved and the directors of the Company be authorised to:-  (i) Make such modifications to the RSP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the RSP and to adopt the RSP as so modified and to do all such other acts and things as they may consider appropriate to implement the RSP; and  (ii) Establish further plans based on the RSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the RSP.  Resolution 13  Resolution 13 was proposed to the meeting and it was resolved on a poll that the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:-   1. up to a nominal amount of £6,280,049 (representing 31,400,247 issued ordinary shares of 20 pence each), such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum; and 2. comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £12,560,098 (representing 62,800,494 issued ordinary shares of 20 pence each), such amount to be reduced by any allotments or grants made under paragraph (a) above in connection with a fully pre-emptive offer (including an offer by way of a rights issue or open offer):- 3. to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and 4. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,     and so that in each case the Board may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to apply until the end of the 2026 AGM (or, if earlier, on the close of business on 16 September 2026) but, in each case during this period the Company may make offers and enter into agreements, which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.  Resolution 14  Resolution 14 was proposed to the meeting and it was resolved on a poll as a special resolution that the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 13 and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006; such power to be limited in the case of the authority granted under resolution 13 and/or in the case of any sale of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, to the allotment of equity securities up to a nominal amount of £1,884,014 such power to expire at the conclusion of the 2026 AGM (or, if earlier, on the close of business on 16 September 2026) save that the Company may, before such expiry, make offers, and enter into agreements, which would, or might, require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.  Resolution 15  Resolution 15 was proposed to the meeting and it was resolved on a poll as a special resolution that the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 20 pence each (“ordinary shares”), such power to be limited:  (1) To a maximum number of 9,420,120 ordinary shares;  (2) By the condition that the minimum price which may be paid for an ordinary share is 20 pence and the maximum price which may be paid for an ordinary share is the highest of:  (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and  (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;  in each case, exclusive of expenses, such power to expire at the conclusion of the 2026 AGM (or, if earlier, on the close of business on 19 September 2025) save that, in each case, the Company may enter into a contract or contracts to purchase ordinary shares which will or may be completed or executed wholly or partly after the expiry of such power and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.  Resolution 16  Resolution 16 was proposed to the meeting and it was resolved on a poll as a special resolution that a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice.  Resolution 17  Resolution 17 was proposed to the meeting and it was resolved on a poll that the Company and its subsidiary companies at any time during the period for which this resolution is effective are authorised, in aggregate, to:   1. Make political donations to political parties and/or independent election candidates not exceeding £30,000 in total; 2. Make political donations to political organisations other than political parties not exceeding £30,000 in total; and 3. Incur political expenditure not exceeding £30,000 in total,     during the period beginning with the date of the passing of this resolution up to and including the conclusion of the AGM to be held in 2029 or 16 September 2029, whichever is earlier.  The authorised sums referred to in paragraphs (i), (ii) and (iii) may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into Sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the relevant company enters into any contract or undertaking relating to the same. Any terms which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning when used in this resolution. |